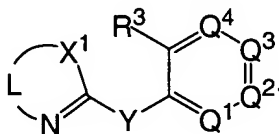


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1. (currently amended) A compound having the structure:



or any pharmaceutically-acceptable salt thereof, wherein:

L is $-C(R^1)=C(R^2)-$ or $-C(R^2)=C(R^1)-$;

Q^1 is N or $C(R^5)$;

Q^2 is N or $C(R^6)$;

Q^3 is N or $C(R^7)$;

Q^4 is N or $C(R^6)$;

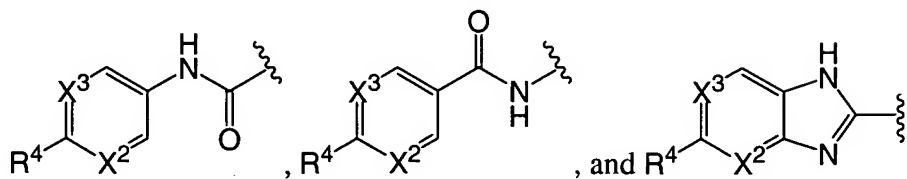
X^1 is NH, S, S=O, S(=O)₂ or O;

X^2 is N or $C(R^8)$;

X^3 is N or $C(R^9)$;

Y is NH, $C(R^{10})(R^{11})$, ~~O~~, S, S(=O), S(=O)₂ or C(=O);

R^1 is selected from



R^2 is H, C₁₋₂alkyl, -CF₃, -NH₂, -OH, -OCH₃, F, Cl or Br;

R^3 is halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R^4 is Br, I, C₂₋₆alkyl, C₁₋₄haloalkyl, -C(=O)R^b, -OR^b, -(C₁₋₄haloalkyl)OH, -N(C₁₋₂alkyl)C₁₋₂alkyl or -CN; wherein if Y is CH₂ and R^3 and R^5 are both Cl, then R^4 is other than isopropyl;

R^5 is, independently in each instance, H, halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R⁶ is, independently in each instance, H, F, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(R^a)R^a, -OR^a, -S(=O)₂N(R^a)R^a, -C(=O)N(R^a)R^a, or -N(R^a)C(=O)R^b;

R⁷ is H, F, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(R^a)R^a, -OR^a, -S(=O)₂N(R^a)R^a, -C(=O)N(R^a)R^a, or -N(R^a)C(=O)R^b;

R⁸ is H, halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R⁹ is H, halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R¹⁰ is H, F, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(R^a)R^a, or -OR^a;

R¹¹ is H, F, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(R^a)R^a, or -OR^a;

R^a is, independently at each instance, H or C₁₋₆alkyl; and

R^b is, independently at each instance, C₁₋₆alkyl.

Claims 2-5 (cancelled)

Claim 6. (original) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically-acceptable diluent or carrier.

Claim 7. (new) A compound according to Claim 1, wherein Q¹ is C(R⁵); Q² is C(R⁶); Q³ is C(R⁷); and Q⁴ is C(R⁶).

Claim 8. (new) A compound according to Claim 1, wherein X¹ is NH.

Claim 9. (new) A compound according to Claim 1, wherein X¹ is S.

Claim 10. (new) A compound according to Claim 1, wherein X¹ is O.

Claim 11. (new) A compound according to Claim 1, wherein X² is C(R⁸); and X³ is C(R⁹).

Claim 12. (new) A compound according to Claim 1, wherein X² is N; and X³ is C(R⁹).

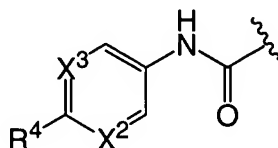
Claim 13. (new) A compound according to Claim 1, wherein X^2 is $C(R^8)$; and X^3 is N.

Claim 14. (new) A compound according to Claim 1, wherein Y is NH.

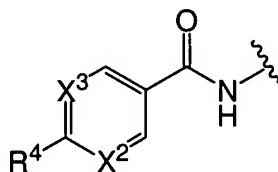
Claim 15. (new) A compound according to Claim 1, wherein Y is $C(R^{10})(R^{11})$.

Claim 16. (new) A compound according to Claim 1, wherein Y is CH_2 .

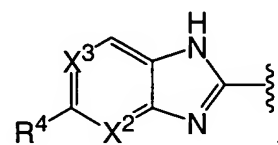
Claim 17. (new) A compound according to Claim 1, wherein R^1 is:



Claim 18. (new) A compound according to Claim 1, wherein R^1 is



Claim 19. (new) A compound according to Claim 1, wherein R^1 is



Claim 20. (new) A compound according to Claim 1, wherein R^4 is Br, I, t-butyl, isobutyl, n-butyl, sec-butyl, ethyl, n-propyl or C_{1-4} haloalkyl.